
CHAPTER 2: BYLAWS OF THE ARABIAN HORSE ASSOCIATION

ARTICLE I.

NAME AND BACKGROUND

Section 1. Name

Pursuant to its Articles of Incorporation under the laws of the State of Colorado, the name of this organization shall be Arabian Horse Association, hereinafter may be referred to as "AHA" and it shall be a non-profit corporation. (Res. 1-15)

Section 2. Background Information

Following the incorporation of the Arabian Horse Association, the International Arabian Horse Association, Inc., a Colorado non-profit corporation ("IAHA"), and Arabian Horse Registry of American, Inc., a Colorado non-profit corporation ("AHRA"), were merged into the Arabian Horse Association (the "Merger") in accordance with an Agreement and Plan of Merger dated as of December 12, 2002 (the "Merger Agreement"). Prior to the Merger, AHRA established The Purebred Arabian Trust (the "Purebred Trust"), which trust is managed by a Board of Trustees (the "Trustees").

AHA SM is a service mark of the Arabian Horse Association.

ARTICLE II.

OBJECTS AND PURPOSES (Res. 1-15)

The objects and purposes of Arabian Horse Association shall be those stated in Article II of its Articles of Incorporation, and more specifically to:

1. Be cognizant of the importance of promoting the purebred Arabian Horse and the Half-Arabian/Anglo-Arabian Horse at all times during the performance of activities furthering AHA's objects and purposes (as stated in the Articles of Incorporation and these Bylaws).
2. Foster and encourage good relations between AHA and Member Organizations.
3. Foster and encourage good relations, especially and specifically, between AHA and the Canadian Arabian Horse Registry and the Canadian Partbred Arabian Registry.
4. To maintain and protect the heritage of the purebred Arabian Horse by allowing the Purebred Arabian Registry Members of the Registry Commission to establish and implement any and all necessary rules and procedures to accomplish this end.
5. Aid and encourage the breeding, exhibiting, use and perpetuation of the purebred Arabian Horse as well as Half-Arabian and Anglo-Arabian Horses.
6. Coordinate the activities with all Arabian Horse Organizations in all countries.
7. Promote and encourage the participation of Arabian Horses in open events, activities and multiple disciplines, including recreation.
8. Coordinate and cooperate with the U.S. Equestrian Federation, Inc. and Equestrian Canada in providing qualified officials and judges for Arabian Horse events and activities.
9. Devise and adopt Arabian event and activity rules, regulations and standards.
10. Formulate publicity and educational programs and other activities in the interest of Arabian Horse owners, Arabian Horse organizations, Members Organizations and enthusiasts.
11. Aid, promote and foster the preservation and use of purebred Arabian Horses and the Arabian breed and to engage in all activities and undertakings incidental to or designated to further or promote this objective.
12. Promote, encourage, and stimulate popular interest in the outstanding qualities of the Arabian Horse.
13. Effectively maintain, operate, and promote the Arabian Horse Registry, Half-Arabian Horse Registry and Anglo-Arabian Horse Registry.

14. Maintain records, support, and promote the racing of purebred Arabian Horses in the United States.
15. Do any and all things necessary or appropriate to accomplish the objects and purposes as stated herein and as set forth in the Articles of Incorporation.

ARTICLE III

MEMBERSHIP (Res. 2B-04)

Section 1. Membership Categories

Membership privileges and benefits for each category are established by the Board of Directors and may be modified by the Board of Directors from time to time. All individual members may serve on an Arabian Horse Association committee, commission or board as provided in the Arabian Horse Association rules.

Paragraph a. Adult Member.

Individuals may become Adult Members of Arabian Horse Association by paying dues, as set by the delegates at the Annual Convention. An Adult Member is entitled to all membership privileges excluding the privilege to compete in Arabian Horse Association Recognized Competitions.

- i) An individual Adult Member whose name appears on a membership list of a Member Organization is also granted the rights to:

Vote in his/her Member Organization;

Be counted towards the delegation strength of that Member Organization;

Be eligible for election as an officer or member of the board of directors at the Member Organization or Region level, or Arabian Horse Association Board of Directors.

Have the opportunity to be a Voting Delegate at the Arabian Horse Association Annual Convention, as prescribed herein.

- ii) An individual Adult Member may be appointed by the Purebred Arabian Trustees as an At-Large Director or an At-Large Vice-President of the Arabian Horse Association Board of Directors and be a Voting Delegate at the Arabian Horse Association Annual Convention.
- iii) An individual Adult Member may purchase a Competition Card/Insurance (U.S. residents only) Card to participate in Arabian Horse Association's Recognized Competitions and Excess Personal Liability Insurance Program by paying the fee as set by the Board of Directors. The Competition/Insurance Card will become effective the date of purchase and will expire with the Adult membership. (The Competition Fee is required for members who compete, members whose horses compete, and officials who officiate at Recognized AHA functions. This includes Recognized shows, endurance and competitive trail rides.)

Paragraph b. Life Member.

Individuals may become Life Members of Arabian Horse Association by paying a one-time fee as set by the Board of Directors. Life Members are entitled to all Adult Member membership privileges, benefits, discounts and, for no additional fee, the annual Competition Card. Honorary Directors of AHRA prior to the Merger and Life Members of IAHA prior to the Merger shall be Life Members of Arabian Horse Association without paying an additional Life Member fee.

Paragraph c. Youth Member.

Any individual under the age of 19 as of **December 1** of the previous calendar year may become a Youth Member by paying dues as set by the Board of Directors. A Youth Member is entitled to membership in the Arabian Horse Youth Association and all Adult Member membership privileges, benefits and discounts except for the rights specifically granted to Adult Members in Article III, Section 1, Paragraph (a)(i). Youth Members who are members of a Member Organization shall not count towards determination of that Member Organization's number of Voting Delegates. (Res. 1-11)

- i) An individual Youth Member may purchase a Competition Card/Insurance (U.S. residents only) Card to participate in Arabian Horse Association's Recognized Competitions and Excess Personal Liability Insurance Program by paying the fee as set by the Board of Directors. The Competition/Insurance Card will become effective on the date of purchase and will expire with the Youth membership. (The Competition Fee is required for youth members who compete and members whose horses compete at Recognized AHA functions. This includes Recognized shows, endurance, and competitive trail rides.)

Paragraph d. Business Member.

Entities including but not limited to corporations, farm/ranches, trusts, syndicates, partnerships, and estates may become Business Members by paying dues as set by the Board of Directors. A Business Member is entitled to all Adult Member membership privileges, benefits and discounts except for the rights specifically granted to Adult Members in Article III, Section 1, Paragraph (a) (i) (ii).

Paragraph e. Single Event Member.

Individuals may become Single Event Members of Arabian Horse Association for participation in Arabian Horse Association's Recognized Competitions (with the exception of Regional and National Competitions) by paying dues as set by the Board of Directors. Single Event Members shall only have exhibiting privileges for the duration of the event where the membership is purchased and are subject to all Arabian Horse Association rules and procedures.

Paragraph f. Multi-Owners Member. (Res. EE-17)

Individuals (two or more) may become members by submission of Registry Service work and are entitled to all Adult Member membership privileges, benefits and discounts except for the rights specifically granted to Adult Members in Article III, Section 1, Paragraph (a) (i), (ii), (iii). The dues shall be set by the Board of Directors and the membership is subject to those rules defined in AHA Article III, Section 2- Membership year and dues.

Section 2. Membership Year and Dues

Paragraph a. Membership Year (Res. 2-04)

Membership year for all membership categories will commence upon the postmarked/electronic transaction date of payment to the AHA Office and expire on the last day of that month, twelve months later.

Paragraph b. Payment of Dues

Full annual dues are payable to the AHA Office before the end of the expiration month. Renewals paid any time prior to the expiration date will retain the same original expiration month.

The member will lose all membership privileges as of the expiration date if dues are not paid as of the expiration date.

Renewals paid after the expiration date are subject to a late fee.

ARTICLE IV. (Res. 8-14)

STRUCTURE

Section 1. Regions

The Arabian Horse Association is divided into eighteen (18) Regions which encompass the United States and Canada. These Regions may be redefined from time to time by the Arabian Horse Association. These Regions are composed of the Member Organizations as defined In Article IV, Section 2 below.

Paragraph a. Regional Board of Delegates

- (i) In each of the Region's the Voting Delegates, as defined in these Bylaws, shall serve as a Regional Board of Delegates.
- (ii) The Regional Board of Delegates of each Region shall nominate and elect one (1) Regional Director and one (1) Regional Vice-Chair every other year. Voting by proxy shall not be permitted. Odd and even-numbered Regions shall elect Regional Directors in odd and even-numbered years respectively.

- (iii) The election of the Regional Director shall be completed no later than thirty (30) days before the opening day of the AHA Annual Convention held during the calendar year of the election.

- (iv) The Regional Board of Delegates may elect their Regional Director and Regional Vice-Chair by mail, email or any other electronic means if provided for and in accordance with the Region's Bylaws. (Res. 2-19)

Paragraph b. Voting Delegate(s) and Alternate Delegate(s)

- (i) Each Member Organization shall submit to the Region the name(s) of its Voting Delegate(s) and Alternate Delegate(s) in a manner as defined in the Region's Bylaws and consistent with the AHA Bylaws.
- (ii) A Voting Delegate may represent only one (1) of the Member Organizations on whose membership list his or her name appears.
- (iii) An At-Large Director as defined in Article VIII, Section 2, Paragraph d. attending a Regional meeting shall have floor privileges at the meeting but may not vote, unless otherwise entitled to vote.
- (iv) AHA Officers as defined in Article IX, Section 1 shall not vote in Regional Director elections unless otherwise entitled to vote.

Paragraph c. Regional Director Duties.

- (i) The Regional Director shall act as the Chair of the Regional Board of Delegates during his or her term in office.
- (ii) Each Regional Director's term of office shall be approximately two (2) years, beginning at the close of the AHA Annual Convention following his or her election, and lasting until his or her successor is selected and takes office at the close of the AHA Annual Convention following the successor's selection.
- (iii) No person shall be eligible to hold the office of Regional Director for a continuous period in excess of two (2) consecutive terms (four years). The foregoing limitation shall not preclude a person from serving a term of one year or less or any Regional Director elected to serve the remainder of an unexpired term and thereafter being elected and re-elected to serve two (2) consecutive two-year terms.
- (iv) If the Regional Director position becomes vacant, the Regional Vice-Chair shall become the Regional Director and serve out the remainder of the Regional Director's term. If the Regional Vice-Chair position becomes vacant the Regional Board of Delegates shall elect a new Vice-Chair.

Paragraph d. Other Regional Director Duties.

- (i) The Regional Director shall provide notice of all meetings of the Regional Board of Delegates pursuant to Article IV, Section 1, Paragraph d., (ii).
- (ii) Notice shall be provided to the Voting Delegates in the Region and to each At-Large Director residing within such Region not less than ten (10) nor more than ninety (90) days before the date of such meeting. Such notice shall specify the date, place and hour of the meeting, the names of all those who are nominees at the time notice is given and the general nature of any other business to be transacted at such meeting. Notice shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail to each Member Organization, each Voting Delegate and each At-Large Director in the Region. Any notice must be given to the last address, telecopy number or electronic mail address of the Member Organization, the Voting Delegate and the At-Large Director(s) shown on AHA records. Notice shall be deemed given at the time of delivery through the means of delivery utilized.
- (iii) The Regional Director may comment to the Board of Directors of AHA on any new Member Organization's application that may have been forwarded to the Regional Director.
- (iv) The Regional Director shall have such additional powers as may be delegated by the Regional Board of Delegates and the Bylaws of the Region.

Paragraph e. Levy of Dues to Member Organization by Region

- (i) A Region may levy dues on the Member Organization within its area provided the dues are based on number of Individual Adult Members or Life Members or number of Voting Delegates per Member Organization.
- (ii) The Regional Director shall notify the AHA office and the affected Member Organization at least forty-five (45) days prior to the opening day of the Annual Convention if the Member Organization is in the arrears for not paying dues to the Region pursuant to Article IV, Section 2, Paragraph f., 5) and that the Member Organization's voting rights have been suspended. Such notification shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice must be given to the last address, telecopy number or electronic mail address of the Member Organization shown on AHA's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized.

Paragraph f. National Council

- (i) A National Council consisting of the eighteen Regional Directors is hereby established for the purposes set forth herein.**
- (ii) The Members of the National Council at its first meeting shall elect a Presiding Officer and Secretary to serve until a successor is elected Any vacancy shall be filled at the next meeting of the National Council.**
- (iii) The National Council shall meet at least once at the Annual Convention of the membership for the purpose of electing three (3) members to serve as Directors on the Association's Board of Directors; one each from the Western, Central and Eastern Regions. (All 18 members of the National Council shall vote for all three directors.)**
 - a. Western Region (1, 2, 3, 4, 5, 7, 17)**
 - b. Central Region (6, 8, 9, 10, 11)**
 - c. Eastern Region (12, 13, 14, 15, 16, 18)**
- (iv) The Secretary of the National Council shall certify the names of each of the elected Directors to the President of the Association.**
- (v) The National Council's roles and responsibilities shall be determined by the Board of Directors and included in the AHA Directors Manual.**
- (vi) Elected Regional Vice Chairs may attend any meeting of the National Council when the Director is present. Regional Vice Chairs shall be entitled to attend any National Council meeting and vote and shall count in determining a quorum of the National Council if, and only if, the Regional Director is absent.**

Section 2. Member Organizations

The Arabian Horse Association shall be composed of those non-profit organizations, associations, and corporations that:

- (i) provide for membership of individuals and corporations, and
- (ii) have aims and purposes similar to those of AHA, and
- (iii) have been duly admitted to membership in AHA and will hereinafter be referred to as Member Organizations.

Paragraph a. Member Organization Application.

A non-profit organization desiring to become a Member Organization shall make written application to, (on a form provided by), the AHA office. A copy of the application shall be forwarded to the Regional Director (by the AHA office), who will be provided an opportunity to comment should he or she wish to do so.

Paragraph b. Approval of Member Organizations.

Upon a favorable vote of the AHA Board of Directors, such application shall be approved, and such organization shall thereafter be a Member Organization, subject to the AHA Articles of Incorporation, AHA Bylaws, adopted AHA Convention resolutions and actions of the AHA Board of Directors.

Paragraph c. Voting Rights of Member Organizations.

The Member Organizations shall have the right to vote for the election of Regional Directors in the manner described in Article IV, Section 1, Paragraph a. and shall have the right to vote on all matters decided at the AHA Annual Convention, as described in Article VI, Sections 3 & 4 of these Bylaws. All voting rights of the Member Organizations shall be exclusively vested in, and exercised by, Voting Delegates, as described in Article VII, Section 1, Paragraphs a., b., c., & d. of the AHA Bylaws.

Paragraph d. Voting Rights of a new Member Organization.

Member Organization Membership approved by the AHA Board of Directors after the thirtieth day of June of each year and prior to the AHA Annual Convention shall abide by the provisions in Article VII Section 1, Paragraph c.

Paragraph e. Suspension of Voting Rights

- (i) A Member Organization ninety (90) days or more in arrears on Regional dues as defined in Article IV, Section 1, Paragraph e shall not be entitled to Voting Delegates at the Annual Convention and the affected Member Organization will be notified by the Region at least forty-five (45) days prior to the opening day of the Annual Convention if their Voting Rights have been suspended.
- (ii) The affected Member Organization shall have the opportunity to object in writing to the suspension of its voting rights and submit such objections to the Regional Director at any time prior to the opening day of the Annual Convention subject to review by the AHA Executive Committee as appropriate.

Paragraph f. Termination of Member Organization Membership.

A Member Organization may be terminated from membership for any of the following reasons:

- 1) Violation of the Articles of Incorporation, Bylaws, or a duly adopted resolution(s) of AHA;
- 2) Failure to comply with an action by the AHA Board of Directors;
- 3) Conduct that is deleterious to the best interests of the Arabian Horse or to the best interests of AHA;
- 4) Upon action by such Member Organization withdrawing from AHA;
- 5) Upon failure of such Member Organization to pay assessed dues to AHA or the Region in which the Member Organization is located; or
- 6) If a Member Organization falls below two (2) Individual Adult Members and/or Life Members as of **June 30th** of any year. (Res. 1-16)

Paragraph g. Procedure for Termination.

The Membership Committee shall make investigation of all matters, which may afford a basis of termination from membership (other than voluntary withdrawal). After such investigation, if the Committee finds that probable cause for termination exists, it serves notice on the Member Organization affected, stating:

The grounds of the proposed termination; and

That the Membership Committee will recommend the Member Organization's termination from membership on such grounds; and

That such recommendation will be made to the next Annual Convention at which time and place such Member Organization is entitled to appear and be heard; and

That after such hearing, the matter of termination will be submitted to the Convention for decision; and

Such notice shall be given to the Member Organization at least forty-five (45) days before the opening day of the Annual Convention at which the Member Organization is to be given an opportunity to be heard. Notice shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail.

Any notice must be given to the last address, telecopy number or electronic mail address of the Member Organization shown on AHA's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized.

Paragraph h. Termination of Member Organization.

A Member Organization may be terminated from membership, after hearing, by action of the Annual Convention. In the event of such termination, the Arabian Horse Association shall promptly inform such Member Organization of its termination from membership. The termination shall become effective no sooner than five (5) days after the date of the hearing afforded the Member Organization.

Paragraph i. Reinstatement of Member Organization.

A Member Organization may be reinstated by favorable action of an Annual Convention.

ARTICLE V. (Res. 2-15)
CORPORATE POWERS

Section 1. Division of Powers

The corporate powers of Arabian Horse Association shall be administered as provided in this Article.

Section 2. Powers of the Annual Convention

Paragraph a. Exclusive Powers.

Except as limited by Article XVI of these Bylaws, the Annual Convention provided for in Article VI hereof, shall have exclusive power to enact, repeal and amend Bylaws, amend the Articles of Incorporation, and dissolve Arabian Horse Association.

Paragraph b. Other Powers.

The Annual Convention may, by resolution, take any other action not inconsistent with law, with the Articles of Incorporation, the Bylaws, or the Merger Agreement. Notwithstanding the foregoing, the Annual Convention shall have no power to approve or amend Arabian Horse Association's budget or take any action regarding the rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-Arabian/Anglo-Arabian Horse Registries.

Section 3. Powers of the Board of Directors

Paragraph a. Annual Budget and Authority.

~~The Board of Directors shall have final authority to approve the annual operating budget and shall have all power to take any action not inconsistent with law, with the Articles of Incorporation, the Bylaws, the Merger Agreement, or with any duly enacted resolution of the Annual Convention. Notwithstanding the foregoing, the Board of Directors shall have no power to take any action regarding the rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-Arabian/Anglo-Arabian Horse Registry.~~

- (i) The Board of Directors shall have final authority to approve the annual operating budget and shall have all power to take any action not inconsistent with law, with the Articles of Incorporation, the Bylaws, the Merger Agreement, or except as provided in

subparagraph (ii) herein, with any duly enacted resolution of the Annual Convention. Notwithstanding the foregoing, the Board of Directors shall have no power to take any action regarding the rules, policies, practices, and procedures applied to the Arabian Horse Registry or the Half-Arabian/Anglo-Arabian Horse Registry.

- (ii) A resolution by the Board that amends or replaces a resolution previously adopted by the Delegates at an Annual Convention (an Amendatory Resolution) shall take effect on the thirtieth (30th) day following adoption unless prior to that date the Secretary of the Association has received either:
- (a) a written certification from the Presiding Officer of the National Council that at a meeting of the National Council no fewer than a majority of all members of the National Council voted to disapprove the Amendatory Resolution; or
- (b) written objection to the adoption of the Amendatory Resolution from no fewer than a majority of all members of the National Council.
- (iii) Immediately upon adoption by the Board of an Amendatory Resolution, the Secretary of the Association shall furnish each member of the National Council by US mail, postage prepaid, by email, or by personal service, as well as each Adult and Life Member (having an email address on file),
- (a) a copy of the Amendatory Resolution adopted by the Board;
- (b) a statement from the Board explaining why the Amendatory Resolution is necessary and in the best interests of the Association; and
- (c) the date upon which the Amendatory Resolution will become effective unless disapproved in the manner provided above.

Paragraph b. Delegation of Power.

The Board of Directors may delegate to any committee or officer any portion of its power, subject to any limitation imposed by the Colorado Nonprofit Corporation Act or which the Board may see fit to impose.

Paragraph c. Power to Employ. (Res. 2-15)

The Board of Directors shall have power to employ an Executive Director subject to the provisions in Article X. (Res. 3-20)

Paragraph d. Executive Committee.

- (i) Enumeration: The Executive Committee shall be composed of the President, a Vice President, two (2) At-Large Vice Presidents, Secretary, Treasurer, and Immediate Past President.
- (ii) Powers: The Executive Committee is empowered between meetings of the Board of Directors to handle all matters as enumerated in the Arabian Horse Association's "Policies to Govern the Business Operations of AHA".
- (iii) Limitations: The limitations that the Board of Directors places on the authority of the Executive Committee are to be set forth in the policy directives approved by the Board of Directors as same may be modified from time-to-time by the Board of Directors. (Res. 5-14)
- (iv) Emergency Provisions: The Executive Committee will have the authority to postpone or cancel an Annual Convention pursuant to Article VI, Section 1, Paragraph b, subject to those limitations provided in Article VIII, Section 6, Paragraph g, sub-paragraphs i) and ii). (Res 2-20)

Section 4. Powers of Officers

The Officers of Arabian Horse Association, as enumerated in Article IX, shall have those powers delegated to them by these Bylaws and such additional powers as may be delegated by the Annual Convention or by the Board of Directors.

Section 5. Indemnification

Arabian Horse Association shall indemnify and hold all directors, officers, employees, agents, and committee, commission and board members harmless from all liabilities, obligations, claims, causes of action, or expenses of any kind, including without limitation reasonable attorneys' fees, that may arise or be incurred by them as a result

of the performance of their duties for or on behalf of Arabian Horse Association, to the full extent allowed under the Colorado Revised Nonprofit Corporation Act.

ARTICLE VI.

ANNUAL CONVENTION

Section 1. Conventions

- (a) Time and Place: The Annual Convention of Arabian Horse Association shall be held annually at such time and place as shall be determined by a previous Annual Convention. For the purposes of defining a place see (i) or (ii) below. (Res. 1-22)
 - (i) An In-person Convention is defined as a convention held in a city, in a single room large enough to adequately seat the delegates assembled for the session. (Res. 1-22)
 - (ii) A Virtual Convention is defined as a convention where delegates (in various places) are electronically assembled using an internet connected platform. (Res. 1-22)
- (b) Emergency Provision: If circumstances arise such as a national or local crisis for example war, natural disaster, pandemic or other national or local emergency that prevent the holding of an In-Person Annual Convention, the Executive Committee, voting at a meeting, by mail, by electronic communications or by telephone, is authorized to cancel or convert to a Virtual Convention, the In-Person Annual Convention, and to take such action necessary to effect the cancellation, conversion or postponement. In the event of the cancellation of the In-Person Annual Convention, the election of the Officers of the Arabian Horse Association (if scheduled for the cancelled Convention) and the election of the Annual Convention elected committee members will be as provided by a method deemed appropriate by the Board of Directors. See Article VIII Directors, Section 6, Paragraph g, Emergency Provision, sub-paragraphs (i) and (ii). (Res. 1-22)

Section 2. Notice

Notice of the Annual Convention shall be given to all Member Organizations and registered Delegates as described herein (such Delegates together with Member Organizations, being the "Notice Recipients") not less than forty-five (45) nor more than ninety (90) days before the date of the Annual Convention. The notice shall specify the place, date and hour of the Annual Convention and those matters which the Board of Directors, at the time of giving notice, intends to present for action by the Notice Delegates. Notice shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail must be given to the last address, telecopy number or electronic mail address of the Notice Recipient shown on Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized.

Section 3. Attendance

Paragraph a. Convention.

All members of Member Organizations who are in good standing with their Member Organizations, Life Members and Adult Members shall be entitled to attend any Annual Convention, or any other meeting called for a similar purpose, and shall have floor privileges; provided, however, they shall not, solely by reason of such membership, be entitled to vote.

Paragraph b. Delegates.

All Delegates, selected in accordance with Article VII hereof, shall be entitled to attend the Annual Convention and shall be entitled to the floor privileges. Voting Delegates shall be entitled to vote on all questions properly coming before the Convention and Non-Voting Delegates shall not be entitled to vote.

Section 4. Voting

Paragraph a. Quorum.

A quorum to do business shall consist of a majority of all Voting Delegates (as defined and authorized by Article VII hereof to vote at the Annual Convention) who have been duly registered and credentialed at the Annual Convention;

provided, however, a lesser number may adjourn the Annual Convention from time to time until a quorum shall be attained.

Paragraph b. Special Measures.

The favorable vote of two-thirds of all the Voting Delegates present and voting, authorized by Article VII hereof who have been duly registered and credentialed at the Annual Convention, shall be required to adopt the following:

Enact, repeal, or amend a Bylaw (subject to Article XVI hereof);

Amend the Articles of Incorporation;

Dissolve Arabian Horse Association; or

Revoke a Member Organization membership.

Paragraph c. Ordinary Measures.

A majority of the votes cast shall be necessary for the election of an Officer or for the adoption of any other measure (with the exception of the two (2) At-Large Vice Presidents, who shall be appointed as provided in Article IX, Section 2).

Paragraph d. Presiding Officer.

The presiding officer of the Annual Convention shall not vote except in the case of a tie and in that case the presiding officer may cast the deciding vote, regardless of whether the presiding officer is a Voting Delegate.

Paragraph e. Proxies.

Voting by proxy shall not be permitted.

Paragraph f. Eligibility to Vote.

Only persons who are adult or life members in good standing of the Association on June 30 of the year in which an Annual Convention is held and who have been certified by Credentials and who are in attendance at the Convention shall be entitled to vote for the election of a President, a Vice President, and the election of three Directors.

ARTICLE VII.

DELEGATES

Section 1. Voting Delegates

Paragraph a. Delegate Qualifications.

Each Voting Delegate and each Alternate Voting Delegate shall be an Adult or Life Member, in accordance with Article III, Section 1, Paragraph a., or be a Life Member who is qualified to vote under Article III, Section 1, Paragraph b. and in good standing of the Arabian Horse Association. The Voting Delegate and Alternate Voting Delegate's name must appear on the membership roster of the Member Organization he or she represents. The term Voting Delegate as it applies to the Annual Convention shall also include the Voting Delegates At-Large and officer Voting Delegates described in this Article VII. Alternate Voting Delegates meeting the same criteria as Voting Delegates selected by Member Organizations shall not be entitled to vote unless the Voting Delegates initially selected are not present or are otherwise unable to vote.

Paragraph b. Selection of Delegates.

Each Voting Delegate and each Alternate Voting Delegate shall be selected for such office by the Member Organization which he or she represents in the manner provided by the bylaws or rules of such Member Organization and shall serve until the selection and qualification of his or her successor pursuant to the bylaws or rules of such Member Organization.

Paragraph c. Number of Delegates.

Member Organizations which have at least ten (10) Adult Members and/or Life Members shall be entitled to be represented at an Annual Convention by one (1) Voting Delegate per thirty-five (35) Adult or Life Members in good standing or part thereof. (Res. 3-15) (Res. 1-16) The number of members of a Member Organization for delegate purposes shall be the number of Adult or Life

Members on whom dues have been received in the office of Arabian Horse Association as of the thirtieth day of June of each year and remain that number until **June 30th** of the following year. Member Organization Membership approved by the Board of Directors of Arabian Horse Association after the thirtieth day of June of each year and prior to the Annual Convention shall have their delegate count for that initial Annual Convention based on the number of Adult or Life Members submitted on their application and remains that number until **June 30th** of the following year.

Paragraph d. Delegate Certifications.

For the Annual Convention, each Member Organization shall submit to Arabian Horse Association the name(s) of its Voting Delegates and Alternate Voting Delegates in a manner as defined in Arabian Horse Association Handbook. For the Regional Director election, each Member Organization shall submit to the Region the name(s) of its Voting Delegates and Alternate Voting Delegates in a manner as defined in the Region's bylaws and consistent with the Arabian Horse Association Bylaws.

Paragraph e. Regional Directors.

Each Regional Director (as defined in Article VIII, Section 2, paragraph c) shall represent his or her Region as a Voting Delegate from the Region.

Paragraph f. At-Large Directors.

Each At-Large Director (as defined in Article VIII, Section 2, paragraph d) shall serve as a Voting Delegate and shall represent the interests of purebred Arabian Horses.

Paragraph g. Past Directors.

Each past Regional and past At-Large Director will serve as a Voting Delegate-At-Large to the Annual Convention for a period following the expiration of his or her Directorship equal to the period served immediately prior to such expiration (provided such past Director is an Adult or Life Member in good standing).

Only past Regional Directors may vote on the Regional Board of Delegates for a period following the expiration of his or her Directorship equal to the period served immediately prior to such expiration (provided such past Director is an Adult or Life Member in good standing).

Paragraph h. Elected and Appointed Officers.

Each Officer as defined in Article IX shall serve as a Voting Delegate-at-Large at the Annual Convention but not in Regional Director elections unless otherwise entitled to vote.

Paragraph i. Past Presidents.

All Past Presidents of IAHA and Arabian Horse Association and the Past Chairs of AHRA will serve as Voting Delegates-at-Large at the Annual Convention only if not otherwise a Voting Delegate (provided such Past President or Past Chair is an Adult or Life Member in good standing).

Paragraph j. Multiple Memberships.

A Voting Delegate may represent, at the Annual Convention and Regional Board of Delegates, only one of the Member Organizations on whose membership list his or her name appears.

Paragraph k. Delegate Voting.

All voting at the Annual Convention shall be by the Voting Delegates acting personally. Voting by proxy shall not be permitted. With respect to any particular Annual Convention, any person may be authorized to attend as a non-Voting Delegate by the Board of Directors or the President of Arabian Horse Association.

Section 2. Suspension of Voting Rights

A Member Organization ninety (90) days or more in arrears on Regional dues as defined in Article IV, Section 2, Paragraph f. 5., shall not be entitled to Voting Delegates at the Annual Convention. Notification of such arrears and suspension of

voting rights shall be made by the Regional Director to Arabian Horse Association Office and to the affected Member Organization at least forty-five (45) days prior to the opening day of the Annual Convention. Such notification shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail must be given to the last address, telecopy number or electronic mail address of the Member Organization shown on Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized. The affected Member Organization shall have the opportunity to object in writing to the suspension of its voting rights and submit such objections to the Regional Director at any time prior to the opening day of the Annual Convention subject to review by the Executive Committee as appropriate.

ARTICLE VIII. DIRECTORS

Section 1. Qualifications

~~The Board of Directors shall consist of twenty-nine (29) persons selected in accordance with this Article. Each Director shall, at all times during his or her continuance in office, be an Adult or Life Member in good standing as determined pursuant to Article III, Section 1. Each elected member of the Board of Directors shall be an Adult or Life Member. Each appointed member of the Board of Directors shall be an Adult or Life Member.~~

The Board of Directors of the Arabian Horse Association shall consist of fourteen (14) persons comprised as follows:

- (i) An executive Committee numbering seven (7) composed of a President and a Vice President, each elected by the membership at large at an Annual Convention; a Treasurer and a Secretary, each appointed by the Board; the immediate past President of the Association; and two directors appointed to the Executive Committee by the Purebred Arabian Trust;
- (ii) Seven (7) additional Board members selected as follows: (a) three (3) Directors nominated by the Nominating Committee and elected by the Membership of the Association in attendance at an Annual Convention; (b) three (3) Directors elected by the National Council established pursuant to these resolutions; and (c) one (1) Director appointed by the Purebred Arabian Trust.
- (iii) Subject to the provisions of subparagraph (v) hereof, the Directors elected by the Credentialed Voting Members shall be elected and serve for a term of three (3) years. The Directors appointed by the Purebred Arabian Trust will serve at the pleasure of the Trust.
- (iv) The President and Vice President shall be elected and serve a term of two (2) years and are eligible to serve no more than three (3) consecutive terms. The appointed Treasurer and Secretary shall serve a term of two (2) years with no term limits.
- (v) To facilitate continuity necessary and beneficial to the Board's functions, only a portion of the elected Board members should stand for election or appointment at any Annual Convention. There is, therefore, hereby created Class A, Class B, and Class C Directorships for the Directors elected by majority vote of the Membership.
- (vi) The Class A Director to be elected by vote of the membership shall be for an initial term of three (3) years; the Class B Director for an initial term of two (2) years; and Class C Director for an initial term of one (1) year. At Annual Conventions thereafter all Classes of Directors shall be elected to three (3) year terms. The terms of National Council Members, appointed by the National Council, to the Board shall correspond with their term on the National Council.
- (vii) Excluding the President, the Vice President, and the three Directors appointed by the Purebred Arabian Trust, the initial Class A Director to be elected by majority vote of the membership shall be the first name on the alphabetized list of last names of the Directors elected by the membership; the initial Class B Director shall be the next name; and the Class C Director shall be the last

name on the alphabetized list. Thereafter all Directors to be elected by majority vote of the membership shall have a three-year term. A successor director shall have the same classification as the director whom he or she succeeds regardless of alphabetizing.

- (viii) Excepting Directors and Officers appointed by the Purebred Arabian Trust who serve at the pleasure of the Trust, and excepting the succession of a Vice President to the office of President, the President and Vice President will be limited to three (3) consecutive two (2) year terms. The Directors shall be limited to two (2) consecutive three (3) year terms of office; and may not again be elected as an Officer or Director until one (1) year following the expiration of their second term of office. Provided, however, the initial terms of office for Class B or Class C Directors, as defined above, shall not count in determining the length of permitted service. Provided further, however, an immediate Past President may serve as a Director until his or her successor replaces him or her.
- (ix) Vacancies. In the event an office, appointed by the Board or elected by the Credentialed Voting Members in attendance at an Annual Convention, becomes vacant by reason of resignation or otherwise, the unexpired term of that office appointed by the Board will be appointed by the Board and further for those elected by the Credentialed Voting Members in attendance at an Annual Convention will be filled by election at the next Annual Convention; the National Council shall elect a successor to a director elected by it; and the Purebred Arabian Trust shall select a successor to an office appointed by it.
- (x) Removal for Cause. The Board of Directors may remove a Director for cause upon the affirmative vote of two-thirds (2/3) of the Directors. Removal "for cause" may be determined by the Board of Directors when the Director has engaged in inappropriate conduct including, but not limited to, theft, dishonesty, or moral turpitude.

Each elected member of the Board of Directors shall be an Adult or Life member. Each appointed member of the Board of Directors shall be an Adult or Life Member.

Section 2. Enumeration

The Board of Directors shall consist of the following persons:

Paragraph a. — Past President

~~The Immediate Past President.~~

Paragraph b. — Officers

~~Each person elected or appointed as an officer pursuant to Article IX hereof, shall serve for the period for which so selected, and until the selection of his or her successor to such office.~~

Paragraph c. — Regional Directors

~~— A Director from each of the Regions as defined in Article IV, Section 1.~~

Paragraph d. — At Large Directors

~~There shall be four (4) At Large Directors initially selected by the AHRA prior to the Merger with and into Arabian Horse Association, two (2) of whom will serve for a one (1) year term and two (2) of whom will serve for a two (2) year term. Thereafter, two (2) of the four (4) At Large Directors shall be selected by the Trustees each year at the time of the Annual Convention. Each At Large Director shall represent the interest of purebred Arabian Horses and seek to aid, promote and foster the preservation and use of the purebred Arabian Horses and the Arabian breed and to engage in all activities and undertakings incidental to or designed to further promote these objectives.~~

Section 3. Selection of Regional and At Large Directors

Paragraph a.

~~The selection of the Regional Directors will be pursuant to Article IV, Section 1, Paragraph a (ii). (Res. 8-14)~~

Paragraph b.

~~Election or appointment of Directors shall be completed no later than thirty (30) days before the opening day of the Annual Convention held during the calendar year of the election. (Res. 3-05)~~

Section 4. Regional and At Large Directors Term and Limitation

Paragraph a.

~~Each Regional and At Large Director's term of office shall be approximately two (2) years, beginning at the close of the Annual Convention following his or her election or appointment, as appropriate, and lasting until his or her successor is selected and takes office at the close of the Annual Convention following the successor's selection.~~

Paragraph b.

~~No person shall be eligible to hold the office of Regional or At Large Director for a continuous period in excess of two (2) consecutive terms (four years). (Res. 8-14) The foregoing limitation shall not preclude a person appointed to a term of one year or less by the Trustees or any Director elected to serve the remainder of an unexpired term and thereafter being elected and re-elected to serve two (2) consecutive two-year terms.~~

Section 5. Regional and At Large Directors Vacancies

~~If the Regional Director position becomes vacant, the Regional Vice Chair shall become the Regional Director and serve out the remainder of the Regional Director's term. If the Regional Vice Chair position becomes vacant the Regional Board of Delegates shall elect a new Vice Chair. Any At Large Director vacancy shall be filled by the Trustees.~~

Section 62. Meetings

Paragraph a. Annual Meeting.

There shall be an annual meeting of the Board of Directors at the Annual Convention. Except as otherwise provided by law, written notice of any meeting of the Board of Directors (i) shall be given in writing to each Director and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail must be given to the last address, telecopy number or electronic mail address of the Director shown on Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized, and (ii) shall state the date, place and hour of the meeting and the purpose or purposes for which the meeting is called.

Paragraph b. Special Meetings.

Special meetings of the Board may be held at any time and place on the call of the President or of a majority of the Board, in either case upon ten (10) days' notice by first-class prepaid mail, or five (5) days' notice delivered personally or by telephone or electronic mail. Such notice shall state the time and place of the meeting and shall be deemed given at the time when personally delivered, deposited in the mail, sent by electronic mail or orally transmitted to recipient via telephone.

Paragraph c. Quorum.

At any meeting of the Board, the presence of a majority of Directors shall constitute a quorum to transact business.

Paragraph d. — Regional Vice Chair and At Large Director Alternates.

~~Elected Regional Vice Chairs and alternate At Large Directors appointed by the Trustees may attend any open meeting of Arabian Horse Association's Board of Directors when the Regional Director is present. Regional Vice Chairs and alternate At Large Directors shall be entitled to attend any Board of Directors meeting and vote and shall count in determining a quorum of the Board of Directors if, and only if, the Regional Director or At Large Director is absent.~~

Paragraph e. Participation in Meetings by Conference Telephone.

Directors may participate in any regular or special meeting of the Board through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meeting.

Paragraph ~~fe~~. Voting by Mail or Electronic Communication. (Res. 1-09)

~~1. The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or similar communication when:~~

~~A notice stating the action to be taken and the time by which a Director must respond is transmitted by mail, e-mail or fax or similar communication to each member of the Board, and, each member of the Board, by the time stated in the notice:~~

~~— (a) Votes in writing for such action; or~~

~~(b) (1) Votes in writing against such action, or abstains in writing from voting, or fails to respond, or vote; and~~

~~— (2) Fails to demand that action not be taken without a meeting. The response required herein must be by mail, e-mail or fax, and, shall include the director's signature.~~

~~2. The notice required by subsection 1 of paragraph f shall state:~~

~~(a) The action to be taken; and~~

~~(b) The time by which a Director must respond; and~~

~~(c) That failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing, by the time stated in the notice, that action not be taken without a meeting; and~~

~~(d) Any other matters the Arabian Horse Association determines to include.~~

~~3. The number of affirmative votes for such action meets or exceeds the number that would be necessary to take such action at a meeting at which all Directors were present and voting.~~

1. The Board of Directors may take action, without a meeting, by mail, e-mail, fax, or similar communication when a notice stating the action to be taken and the time by which a Director must respond is transmitted by mail, e-mail, fax, or similar communication to each member of the Board, and, a majority of the members of the Board, by the time stated in the notice, vote in favor of the action proposed to be taken.

2. The notice required by subsection 1 of paragraph e shall state:

(a) The action to be taken; and

(b) The reason the action must be taken without a meeting; and

© The time by which a Director must respond; and

43. All signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the Board of Directors.

Paragraph ~~gf~~. Emergency Provision (Res. 2-20) (Res. 1-22)

(i) In the event of a cancellation of an In-Person Annual Convention by the Executive Committee pursuant to Article VI, Section 1. b., and in the absence of a Virtual Convention, the Board of Directors will elect the Officers of the Arabian Horse Association (if the election of Officers is scheduled for the cancelled Convention) utilizing the Nominating Committee's slate of officers that was to have been provided to the Delegates at the canceled In-Person Annual Convention. The election shall be conducted by written ballot, or by mail, or by electronic means, as determined by the Board of Directors.

(ii) In the event of a cancellation of an In-Person Annual Convention by the Executive Committee pursuant to Article VI, Section 1. b., and in the absence of a Virtual Convention, the Board of Directors will nominate and elect the Annual Convention elected committee members. The method of election shall be determined by the Board of Directors. The staff of the Arabian Horse Association shall provide a list of the committee positions that were to have been elected at the cancelled In-Person Annual Convention.

ARTICLE IX.

OFFICERS

Section 1. Enumeration

The Officers of Arabian Horse Association shall consist of a President, a Vice President, two (2) At-Large Vice Presidents, a Secretary and a Treasurer.

Section 2. Election

Paragraph a.

~~The President shall be elected by ballot for a two (2)-year term. The President will be eligible for a maximum of two (2) consecutive terms excluding any period of time completing the term of a predecessor. The two (2) At Large Vice Presidents shall be appointed by the Trustees each for a term of one (1) year. All other Officers shall be elected by the Voting Delegates for a term of two (2) years to coincide with the election of the President (Res. 6-14) All Officers shall serve until their successors are elected (or appointed by the Trustees in the case of At-Large Vice Presidents) and take office at the close of the Annual Convention following the successor's election or appointment. All elections shall be conducted by a written or electronic ballot, except, that in the event but one person is nominated for an office, that person will be declared elected by the chair. (Res. 1-20)~~

The President and Vice President shall be elected by majority vote of the Credentialed Members present at the Annual Convention for a period of two (2) years until adjournment of the second Annual Convention following his or her election. The two (2) At-Large Vice Presidents shall be appointed by and serve at the pleasure of the Trustees.

Paragraph b.

In the event there are three or more candidates for any office, and no candidate receives a majority of the votes cast, there shall be a run-off between the two candidates receiving the largest number of votes. ~~Provided, however, no runoff will be required for the initial election of the Class A Director, the Class B Director, or the Class C Director.~~

Section 3. Qualifications

Each Officer elected by the Annual Convention shall at all times during his or her continuance in office, be an Adult or Life Member in good standing as determined pursuant to Article III, Section 1, Paragraphs a. or b. Individuals appointed by the Trustees as At-Large Vice Presidents at all times during their continuance in office shall be an Adult or Life Member in good standing.

Section 4. Vacancy

In case of a vacancy in the office of President, the Vice President shall become President. A vacancy in the office of either At-Large Vice President positions shall be filled by the Trustees. A vacancy in any other elected office shall be filled by the Board of Directors until the next Annual Convention.

Section 5. Duties of the President

Paragraph a.

The President shall preside at all Annual Conventions and at all meetings of the Board of Directors.

Paragraph b.

Except as otherwise provided in these Bylaws or Arabian Horse Association's handbook, the President shall appoint all committees and commissions who shall serve at the pleasure of the President. The President shall be an ex-officio member of all committees and commissions, except the Nominating Committee, the Ethical Practice Review Board, and the Probable Cause Panel.

Paragraph c.

Within any limitations imposed by the Articles of Incorporation, these Bylaws, duly adopted resolutions of Annual Convention, or the Board of Directors, the President shall have general power to conduct and manage the affairs and business of Arabian Horse Association.

Paragraph d.

The President shall have such other and further powers as may be specifically delegated to him or her pursuant to Article V. Section 4 hereof.

Section 6. Duties of the Vice Presidents

Paragraph a.

The Vice President shall assume the duties of President in the event of the absence or inability to act of the President, or at his or her request.

Paragraph b.

The At-Large Vice Presidents shall represent the interests of purebred Arabian Horses and seek to aid, promote, and foster the preservation of the unique qualities of the purebred Arabian Horse breed. The At-Large Vice Presidents shall recommend, encourage, and support Arabian Horse Association's involvement in all activities and undertakings incidental to or designed to further, promote or grow the purebred Arabian Horse breed consistent with the best interests of the purebred Arabian Horse.

Paragraph c.

The Vice Presidents shall have such other duties, respectively, as may be specifically delegated to them pursuant to Article V, Section 4 hereof.

Section 7. Duties of the Secretary

Paragraph a.

The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Annual Convention and of meetings of the Board of Directors and of action taken by the Board of Directors by mail or by any other means. (Res. 2-08)

Paragraph b.

The Secretary shall keep or cause to be kept the seal, books, documents, and papers of Arabian Horse Association and affix the seal to all instruments executed by the President, or by his or her direction, which may require it.

Paragraph c.

The Secretary shall handle or cause to be handled all correspondence and communications and generally do and perform all duties incident to the office of Secretary.

Paragraph d.

The Secretary shall publish notices of the place and date of Annual Conventions and of meetings of the Board of Directors.

Paragraph e.

The Secretary shall have such other duties as may be delegated him or her pursuant to Article V, Section 4 hereof.

Section 8. Duties of the Treasurer (Res. 1-04)

Paragraph a.

The Treasurer shall oversee all funds and accounts maintained by the Arabian Horse Association.

Paragraph b.

The Treasurer shall oversee the keeping of proper books, showing the disposition of all funds of the Arabian Horse Association, and shall make a full report in writing covering the financial position and results of operations of the Arabian Horse Association at the Annual Convention and at such other times as requested by the Board of Directors.

Paragraph c.

The Treasurer shall oversee the preparation of an annual budget and shall report thereon to the Board of Directors.

Paragraph d.

The Treasurer, in cooperation with the Internal Audit Committee, may cause independent auditors to investigate any financial matters of the Arabian Horse Association.

Paragraph e.

The Treasurer shall be an ex-officio member of all Arabian Horse Association Commissions, Committees and Boards, except the Nominating Committee,

Commissioner's Review Panel, the Ethical Practice Review Board, and the Probable Cause Panel; and shall maintain oversight of their financial performance relative to approved budgets.

Paragraph f.

The Treasurer shall have such other duties as may be delegated to the Treasurer pursuant to Article V, Section 4 hereof.

Section 9. Officer Disability Policy

The Board of Directors may remove from office an Officer elected or appointed in accordance with Article IX of the Bylaws for reason of disability, by an affirmative two-thirds vote of the Board of Directors. Disability may be determined to exist by the Board of Directors when the Officer, as a result of ill health, physical or mental disability, has been continuously unable or unwilling or has failed to perform the Officer's duties for a period of sixty (60) consecutive days or for a total period of ninety (90) days, in any calendar year, either consecutive or not.

Section 10. Officer for Cause Policy

The Board of Directors may remove from office, "for cause," an Officer elected or appointed in accordance with Article IX of the Bylaws by an affirmative two-thirds vote of the Board of Directors. Removal "for cause" may be determined by the Board of Directors when the Officer has engaged in inappropriate conduct including, but not limited to, theft, dishonesty, or moral turpitude.

ARTICLE X.

EMPLOYEES (Res. 2-15)

Section 1: The Executive Director shall perform such duties as are assigned to the Executive Director by the President not inconsistent with law, the Articles of Incorporation, the Bylaws, the Merger Agreement, or with any other duly enacted resolution of the Annual Convention. (Res. 3-04) (Res. 3-20)

Section 2: The Executive Director (Res. 3-20) shall also make recommendations for approval by the Trustees relating to the staff providing:

- (i) market development and promotion services,
- (ii) purebred registration services, and
- (iii) racing services

Section 3: To the extent that such recommendations affect the staff that would perform the foregoing services as they relate to purebred horses, the Executive Director shall obtain the approval of the Trustees before implementing such recommendations, which approval shall not be unreasonably withheld. In determining the reasonableness of withholding such approval, among other things, the Trustees may consider the effect of the recommendations on the quality, information, speed, and integrity of the market development services, registry services, and services relating to the Arabian Jockey Club as such services were carried out by AHRA prior to the Merger. (Res. 3-20)

Section 4: All employees shall be subject to the personnel policies and procedures applied uniformly to employees or classifications of employees of AHA and subject to discipline, including discharge, should they fail to conduct themselves in accordance with such policies and procedures as the same may be modified from time to time.

ARTICLE XI.

COMMITTEES AND COMMISSIONS

Section 1. USEF Arabian Division Committee

Recommendations to the US Equestrian Federation for appointment to its Arabian Committee shall be accomplished in accordance with the US Equestrian Federation Constitution.

Section 2. Nominating Committee

Paragraph a.

Arabian Horse Association shall have a Nominating Committee consisting of six (6) Adult or Life Members in good standing and be nominated and elected

at the Annual Convention by the Voting Delegates to the Annual Convention to nominate officers for elections occurring at the Annual Convention the following year. The (6) Members elected to the Nominating Committee shall select a Chair and Vice-Chair from among their membership. The Nominating Committee process shall be the process to nominate officers other than the At-Large Vice Presidents, who shall be selected by the Trustees.

If during the year there is a resignation or vacancy of a committee or members, the vacancy shall be filled as follows: The nominee who received the next greatest number of votes at the past election shall be considered elected to fill the vacant term. If more than one vacancy should occur, then the person receiving the next greatest number of votes shall be considered elected to fill that unexpired term. If no such nominees exist, the vacancy shall remain until the next Convention election. (Res. 7-14)

Paragraph b.

The members of the Nominating Committee shall be selected as follows: (Res. 1-08)

- (i) Each ~~Director of Arabian Horse Association~~ member of the National Council may place in nomination the name of one nominee to be considered by the Delegates for a position on the Nominating Committee.
- (ii) All names of nominees for election to the Nominating Committee shall be presented to the Voting Delegates at the first general session of the Annual Convention.
- (iii) No fewer than three (3) nominees for election to the Nominating Committee may be submitted for consideration of the Voting Delegates at the Annual Convention. (Res. 7-14)
- (iv) Each nominee for election to the Nominating Committee must be an Adult or Life Member of a Member Organization for whom dues have been paid to Arabian Horse Association. (Res. 7-14)
- (v) Each Voting Delegate may vote for up to three (3) nominees for election to the Nominating Committee no earlier than the second general session of the Annual Convention.

Paragraph c.

The Nominating Committee shall primarily serve as a credentialing committee. At such time, any Adult or Life Member in good standing may nominate him/herself as a candidate for any of Arabian Horse Association Offices other than the two At-Large Vice President positions. It shall be the duty of the Nominating Committee: (Res. 1-08)

- (i) ~~To develop a standard form to detail the relevant biographical information of each nominee and require each nominee to submit the standard biographical information form to the Nominating Committee at least ninety (90) days prior to the elections at the Annual Convention;~~

To require each nominee to complete a Candidate Questionnaire promulgated by the Nominating Committee addressing, among other matters, the candidate's experience, knowledge, and expertise in financial matters, organizational skills, communication skills, and a history of involvement with the Arabian Breed, and to submit the same to the Nominating Committee, by a date established annually by the Nominating Committee, which will be published at least thirty (30) days in advance of the submission date. Each nominee will be required to be available for interview by the Nominating Committee in person or electronically. The Nominating Committee shall also cause the Arabian Horse Association to distribute prior to election for the President, Vice President, and each of the three (3) Directors, to be elected by the Credentialed Members present at the Convention, his or her biographical information as detailed on the standard biographical information form for each candidate put forward as determined by a majority vote of the Nominating Committee having determined each nominee meets the above requirements.

- (ii) To verify the credentials of each nominee by assuring that each nominee is an Adult or Life Member in good standing and that each nominee has submitted a standard biographical information form,
- (iii) To cause Arabian Horse Association to distribute each nominee's biographical information as detailed on the standard biographical information form to each Voting Delegate ~~in the Delegate Convention Packet and to each Non-Delegate voting member in a supplemental voting packet~~ prior to the elections, ~~and~~
- (iv) Seek and nominate candidates for election to any office when no member of Arabian Horse Association has nominated him/herself to such position. ~~Notwithstanding the foregoing, nothing in this paragraph shall restrict nominations being taken from the floor. In the event there were no Candidates put forward from the Nominating Committee for an open position, then and only then Nominations may be accepted from the floor.~~
- (v) The Nominating Committee shall also cause the Arabian Horse Association to distribute at least thirty (30) days prior to election for each Director to be elected by the Membership his or her biographical information as detailed on a standard biographical information form to be promulgated by the Committee.

Section 3. Registration Commission

Paragraph a. Composition.

Arabian Horse Association shall have a Registration Commission whose members shall serve for three (3) year staggered terms. The Registration Commission shall be comprised of three (3) members selected by the Trustees to represent the interest of the purebred Arabian Horse (the "Purebred Registry Members"), three (3) members selected by Arabian Horse Association to represent the Half-Arabian and Anglo-Arabian Horse Registry horse (the "Half-Arabian/Anglo-Arabian Registry Members"), and three (3) members selected by the above six (6) members (the "Other Members"). AHRA shall select one Purebred Registry Member to serve for a term of one (1) year, one Purebred Registry Member to serve for a term of two (2) years, and one Purebred Registry Member to serve for a term of three (3) years. Thereafter, the Trustees shall select Purebred Registry Members each year to fill the vacancies created by the expiration of such terms, which successor members shall serve for a term of three (3) years. The Board of Directors shall select one Half-Arabian/Anglo-Arabian Registry Member to serve for a term of one (1) year, one Half-Arabian/Anglo-Arabian Registry Member to serve for a term of two (2) years, and one Half-Arabian/Anglo-Arabian Registry Member to serve for a term of three (3) years. Thereafter, the Board of Directors shall select Half-Arabian/Anglo-Arabian Registry Members each year to fill the vacancies created by the expiration of such terms, which successor members shall serve for a term of three (3) years. The Purebred Registry Members and Half-Arabian/Anglo-Arabian Registry Members shall select one Other Member to serve for a term of one (1) year, one Other Member to serve for a term of two (2) years, and one Other Member to serve for a term of three (3) years. Thereafter, the Purebred Registry Members and Half-Arabian/Anglo-Arabian Registry Members shall select Other Members each year to fill the vacancies created by the expiration of such terms, which successor members shall serve for a term of three (3) years. Each year, the Registration Commission shall elect its own Chair.

Paragraph b. Duties.

The Registration Commission shall oversee the rules, policies, practices, and procedures applied to the registration and related matters of purebred Arabian Horses (the "Arabian Horse Registry") and the rules, policies, practices, and procedures applied to the registration and related matters of Half-Arabian/Anglo-Arabian Horses (the "Half-Arabian/Anglo Horse Registry"). The Registration Commission shall recommend modifications to the fees schedules for registration services carried on by each of the Registries and oversee, maintain, and improve the performance of the essential functions of the Arabian Horse Registry and the Half-Arabian/Anglo Horse Registry. Notwithstanding the foregoing,

- (i) The Purebred Registry Members shall have absolute and final authority to interpret, modify, or amend the rules, policies, practices, and procedures applied to the registration of purebred Arabian Horses, any such action requiring the unanimous consent of the Purebred Registry Members, and
- (ii) The Half-Arabian/Anglo-Arabian Registry Members shall have absolute and final authority to interpret, modify, or amend the rules, policies, practices, and procedures applied to the Half-Arabian/Anglo-Arabian Horse Registry, any such action requiring the unanimous consent of the Half-Arabian/Anglo-Arabian Registry Members.

The official Registrar of the Arabian Horse Registry shall be designated by the Purebred Registry Members. The official Registrar of the Half-Arabian/Anglo-Arabian Horse Registry shall be designated by the Half-Arabian/Anglo-Arabian Registry Members.

The Registration Commission shall direct the development of techniques and implement improvements required to meet the needs of conducting the Arabian Horse Registry and the Half-Arabian/Anglo-Arabian Horse Registry. Arabian Horse Association shall develop and maintain customer service, software and other support required to manage Arabian Horse Association's registry functions including data management, retrieval, security, and sale. The Trustees shall have sole responsibility for all matters relating to the World Arabian Horse Organization and other purebred Arabian registries, and their respective successors and assigns.

Paragraph c. Indemnification.

To the extent permitted by law, Arabian Horse Association shall indemnify members of the Registration Commission for their actions and omissions occurring while in carrying out the above-described duties to the same extent as indemnification are provided to Directors of Arabian Horse Association under the Articles of Incorporation.

Paragraph d. Registry Revenues.

One third (1/3) of the gross revenues derived from the Arabian Horse Registry, including registration fees, transfer fees, service fees and administration fees (the "Purebred Revenues"), shall be paid to the Purebred Trust. Arabian Horse Association shall grant a security interest to the Purebred Trust in the Purebred Revenues in accordance with the terms of a License and Security Agreement between Arabian Horse Association and the Purebred Trust. One third (1/3) of the gross revenues derived from the Half-Arabian/Anglo-Arabian Horse Registry, including registration fees, transfer fees, service fees and administration fees (the "Designated Revenues"), shall be paid into the Designated Fund described below.

Paragraph e. Enforcement of Rules.

Arabian Horse Association shall cause the Arabian Horse Registry and Half-Arabian/Anglo-Arabian Registry rules, policies, practices, and procedures as set forth above (and as amended from time to time as set forth above, collectively, the "Registration Rules and Regulations"), to be enforced. In the event of legal challenge to the Registration Rules and Regulations or established procedures or in the event of need to take action to enforce the same, Arabian Horse Association shall be liable for the legal expenses of enforcing and/or defending them. In such event, the Purebred Registry Members, or the Half-Arabian/Anglo-Arabian Registry Members, as applicable depending upon the Registry Rules and Regulations at issue, shall be consulted on the selection of counsel and the defense or prosecution of claims. No settlement of any such matter having the effect of changing the Registration Rules and Regulations or established procedures of the purebred Arabian Horse Registration process shall be made without the express consent of the Trustees. No settlement of any such matter having the effect of changing the Registration Rules and Regulations or established procedures of the Half-Arabian/Anglo-Arabian Horse registration process shall be made without the express consent of the Board of Directors of Arabian Horse Association.

Section 4. Market Development and Promotion Committee

Paragraph a. Composition.

Arabian Horse Association shall have a Market Development and Promotion Committee consisting of seven (7) members of which three (3) members shall be selected to represent the interest of the purebred Arabian Horse (the "Purebred Members"), three (3) members shall be selected to represent the interest of the Half-Arabian/Anglo-Arabian Horse (the "Half-Arabian/Anglo-Arabian Members") and one (1) member (the "Other Member") selected by the above six (6) members. The Trustees shall select one Purebred Member to serve for a term of one (1) year, one Purebred Member to serve for a term of two (2) years, and one Purebred Member to serve for a term of three (3) years. Thereafter, the Trustees shall select Purebred Members each year to fill the vacancies created by the expiration of such terms, which successor members shall serve for a term of three (3) years. The Board of Directors shall select one Half-Arabian/Anglo-Arabian Member to serve for a term of one (1) year, one Half-Arabian/Anglo-Arabian Member to serve for a term of two (2) years, and one Half-Arabian/Anglo-Arabian Member to serve for a term of three (3) years. Thereafter, the Board of Directors shall select Half-Arabian/Anglo-Arabian Members each year to fill the vacancies created by the expiration of such terms, which successor members shall serve for a term of three (3) years. Once the Purebred Members and Half-Arabian/Anglo-Arabian Members are selected, these six (6) persons shall elect by majority vote the Other Member to serve for a term of three (3) years and thereafter shall elect persons to fill vacancies create by the expiration of or resignation of the Other Member and succeeding Other Members. Each year, the Market Development and Promotion Committee shall elect its own Chair.

Paragraph b. Duties.

The Market Development and Promotion Committee shall be responsible for guiding Arabian Horse Association's marketing and promotional activities relating to the promotion of the Arabian Horse. The committee shall formulate marketing and promotional plans for Arabian Horse Association and shall develop specific marketing and promotional activities.

Paragraph c. Funding.

When a majority of the Market Development and Promotion Committee approves a marketing or promotional activity, the committee shall solicit funds from the following sources to fund the implementation of such approved activity:

- (i) The Purebred Trust. The Trustees shall determine whether, and to the extent, the specific activity serves the interest of the purebred Arabian Horse and determines what portion, if any, of the solicited amount of funding it shall contribute to the activity, which determination shall be in the sole discretion of the Trustees.
- (ii) The Designated Fund. Arabian Horse Association shall establish a designated fund (the "Designated Fund") comprised of the Designated Revenues for use by the Market Development and Promotion Committee. The Board of Directors shall determine whether, and to the extent, an activity proposed by the Market Development and Promotion Committee should be supported by the Designated Fund.
- (iii) The General Funds of Arabian Horse Association. The Board of Directors shall determine whether, and to the extent, that activities should be supported by the general funds of Arabian Horse Association.

Paragraph d. Relationship with Board of Directors.

The Market Development and Promotion Committee shall act independently from the Board of Directors. The Board of Directors cannot restrict the Market Development and Promotion Committee from seeking funding for its recommendations. However, the Board of Directors may generate its own marketing and promotional activities and shall approach the Market Development and Promotion Committee to solicit funding from the Purebred Trust or the Restricted Fund to implement these activities. If the Market Development and Promotion Committee does not endorse the activities proposed by the Board of Directors and refuses to solicit funds from either the

Purebred Trust or the Designated Fund, the Board of Directors has the right (as it does with other corporate decisions) to direct funds from Arabian Horse Association's general funds to implement the activities. Arabian Horse Association and its committees and commissions shall make every effort to cooperate with and implement the approved programs of the Market Development and Promotion Committee.

Paragraph e. Staffing.

Arabian Horse Association shall maintain a promotional staff for the purpose of developing, monitoring, and implementing promotional programs approved by the Market Development and Promotion Committee. The salaries and office related expenses of such promotional staff shall not be charged to the Market Development and Promotion Committee or the Purebred Trust and shall not be taken from the Purebred Revenues or the Designated Revenues but, instead, shall be paid by Arabian Horse Association's general funds within the limits of Arabian Horse Association's annual budget. Any reduction in promotional staffing levels required as a result of Arabian Horse Association having serious financial problems must be part of a staff reduction applied uniformly throughout the entire staff of Arabian Horse Association.

Section 5. Racing Committee

The Racing Committee shall be composed of no more than five (5) nor less than three (3) members, who shall be the members of the Arabian Jockey Club Board of Directors, and shall be responsible for the promotion, coordination, and general oversight of Arabian Horse racing in the United States. The committee shall advise Arabian Horse Association's Executive Committee, the Trustees, and the Market Development and Promotion Committee on matters related to Arabian Horse racing and shall suggest programs and prioritize and develop and obtain funding for action plans that will improve Arabian Horse racing in the United States. (Res. 1-24)

Section 6. Budget & Finance Committee (Res. 28-04)

One member of the Budget & Finance Committee shall be appointed by the Trustees.

Section 7. Other Committees

The Annual Convention, the Board of Directors, or the President may, from time to time, provide for the appointment, membership, and duties of such other committees as may be necessary or desirable. All committees of Arabian Horse Association shall keep the best interests of the purebred Arabian Horse in mind when performing committee functions.

Section 8. Committee and Commission Assignments

All Tier A Committees and Commissions will report to and be accountable to the Board of Directors. All Tier B Committees will report to and be accountable to the National Council. The Board of Directors has the authority to change the reporting responsibilities of the committees and commissions.

ARTICLE XII.

CORPORATE SEAL

Arabian Horse Association shall have a seal on which in the outer circle shall be the words, "Arabian Horse Association" and in the inner circle, "A Colorado Non-Profit Corporation."

ARTICLE XIII.

FISCAL YEAR

The fiscal year of Arabian Horse Association shall be April 1 through March 31 of the following year unless otherwise fixed by motion of the Board of Directors. (Res. 2-14)

ARTICLE XIV.

LITIGATION

Section 1. Definition

As used in this Article, reference to Arabian Horse Association refers to Arabian Horse Association, its Board of Directors, hearing boards, committees, commissions, officers, representatives, employees, and agents.

Section 2. Attorneys' Fees

While the right or privilege of a member, past member or person utilizing the privileges or services of Arabian Horse Association to seek judicial review of final decisions or actions of Arabian Horse Association is recognized, if a member, past member or person utilizing the privileges or services of Arabian Horse Association is unsuccessful in any attempt to overturn final decisions or actions of Arabian Horse Association, that person or member shall reimburse Arabian Horse Association in full for its reasonable attorneys' fees, court costs and other expenses incurred in defense of any such suit.

Section 3. Place of Suit

Any suit brought against Arabian Horse Association by a member, past member, or person utilizing the privileges or services of Arabian Horse Association shall be brought only in the United States District Court for the District of Colorado or in the District Court in and for the County of Arapahoe, State of Colorado, and no suit shall be brought against Arabian Horse Association by any member, past member or person utilizing the privileges and services of Arabian Horse Association in any manner in any other court or jurisdiction.

ARTICLE XV.

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the proceedings of Arabian Horse Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or Resolutions adopted by the Annual Conventions.

ARTICLE XVI.

AMENDMENTS

These Bylaws may be amended by passage of a resolution at the Annual Convention, in accordance with Article VI. Notwithstanding the foregoing, any provision in these Bylaws relating to a power of the Trustees can be amended only by a three-quarters vote of the Trustees and specifically cannot be amended by Arabian Horse Association's Voting Delegates, Executive Committee, Board of Directors or otherwise without the consent of the Trustees. (Res. 2-16)